

# BYLAWS OF THE SOUTHEASTERN ARIZONA SPORTSMEN'S CLUB

(SEAZSC L.L.C.)

## ARTICLE I

### NAME AND PURPOSE

SECTION 1: NAME: The name of the SEAZSC, L.L.C. is the Southeastern Arizona Sportsmen's Club, hereafter referred to as the LLC. The principal office of the LLC shall be located in such places as the Board of Directors may select from time to time. The Board of Directors shall designate the meetings of Members and Directors.

SECTION 2: MISSION STATEMENT: The purpose of the LLC includes, but is not limited to, the following:

- A. Conservation of wildlife, habitat and natural resources.
- B. Education of the public and Members to include conservation issues, and firearms safety.
- C. Support and defend the second amendment of the United States Constitution.
- D. Provide recreation and organized activities to Members and the public.
- E. Participate in charitable and other community service activities especially those related to conservation and sportsmanship.
- F. Generate funds to promote and enhance local wild life populations

SECTION 3; NON-PROFIT: The SEAZSC shall be a non-profit LLC.

## ARTICLE II

### MEMBERSHIP

SECTION 1; REGULAR: Any citizen of the United States of America, 14 years or older may become a regular Member of this LLC upon payment of the usual fees set by the membership.

SECTION 2: FAMILY: Any spouse or child (less than 14 years old) of an adult member may become a family member of the SEAZSC LLC Upon payment of the family

membership fee. The Member and spouse can vote and ordinarily will receive only one club mailing per membership. A family member is eligible to participate in all the club's activities concurrent with these by-laws.

SECTION 3: LIFE: Life membership may be awarded to any regular Member that provides significant, special or extraordinary service to the organization. Life Members will have all the privileges of regular Members and will not be assessed the annual membership fee. The Board of Directors shall select Life Members.

SECTION 4: SPECIAL: The board of Directors may establish other special categories of membership such as, but not limited to, Honorary, Patron, and Benefactor. The Board will establish privileges and application fees for these special membership categories.

SECTION 5: REMOVAL: Any Member may be removed from the LLC by majority vote of the Board of Directors, or by two thirds vote of the Membership present at a regular, annual or special meeting.

## ARTICLE III

### MEETINGS

SECTION 1: MEMBERS: Meetings of the membership are limited to the categories detailed below:

- A. Regular monthly meetings will be held at a time and place designated by the Board of Directors. Notice of these meetings will be in the club newsletter, PSA, email, ect.
- B. The annual meeting of the LLC Members will, ordinarily, be designated by the Board of Directors. Each regular Member shall receive written notice of the annual meeting at least five days in advance.
- C. The President may call special meetings of the Membership or by the Board of Directors upon written request and consent of the majority of the Members of said Board. Regular members may also call for a special meeting upon a demand to the President in writing, stating the objective and proposed meeting, and be signed by not less than 10% of the regular Members. Special meetings called for elections or by-law changes must be accompanied by written notice to the Membership at least five days in advance.

SECTION 2: BOARD: Meetings of the Board of Directors shall be held at the call of the President. The Board will meet at least four times per year. Special meetings of the Board may be called by consent of the majority of the Board Members.

SECTION 3: PRESIDERS: The President shall, ordinarily, preside at all meetings of the LLC and the Board of Directors, and in his absence, any Director chosen by those

present. The President may choose a Member to preside over the meeting, or a portion of the meeting. The president, at any meeting, will vote only to break a tie.

**SECTION 4: QUORUM:** A quorum for regular, annual and special meetings of the Membership shall be not less than 10% of the regular and life Members on the rolls at the time of the meeting. A quorum for the Board of Directors' meetings will consists of at least the majority of elected Board Members and Officers.

**SECTION 5: ELECTTION & BYLAWS:** Elections and bylaws changes will be at the annual meeting, or a special meeting called for that purpose. Bylaws will not be changed at the annual meeting unless the Membership is notified, in writing, that a change of bylaws will be considered at said meeting.

## ARTICLE IV

### BOARD OF DIRECTORS & OFFICERS

**SECTION 1: COMPOSITION:** A board of Directors who shall be Members of the LLC shall manage the affairs of this LLC. The Board of Directors shall consist of the immediate past President, the elected Officers, past Presidents and Directors will assume office immediately after the annual dinner, the appointed Officers after approval of the new Board.

**SECTION 2: ELECTED OFFICERS:** Officers are the President, who shall be elected at the annual meeting of the Membership, of special meetings called for that purpose. The President shall serve a one-year term and shall be eligible for re-election each year.

**SECTION 3: ELECTED DIRECTORS:** The elected Board of Directors shall consist of said Members elected at the annual dinner. The Directors shall serve one-year terms, and shall be eligible for re-election each year.

**SECTION 4: APPOINTED OFFICERS:** The appointed Officers are selected by the President and approved by the Board of Directors. These Officers consist of Membership Chairmen and Publicity Chairmen, Habitat Chairmen, Activities Chairmen, Education and Voice Chairmen. The appointed officers are Members of the Board.

**SECTION 5: REMOVAL:** Any Officer or Director may be removed from office with cause by the majority vote of the Board, or two thirds vote of the Members at a regular, or special meeting. Any Officer or Director may resign at any time giving written notice to the Board. Such resignation shall take effect on the date or receipt of such notice at any later time specified therein; the acceptance of such resignation shall not necessary to make it effective.

SECTION 6: VACANCIES: A vacancy in any office or Directorship may be filled by appointment by the Board. The Officer or Director appointed to such vacancy shall serve the remainder of the term of the Officer or Director he replaces.

SECTION 7: COMPENSATION: No Director or Officer shall receive compensation for any service he may render to the LLC. However, any Director or Officer may be reimbursed for his actual expenses incurred in the performance of his duties, as determined by the Board of Directors. Club awards are not considered compensation.

## ARTICLE V

### DUTIES OF OFFICERS

SECTION 1: OFFICERS: The duties of the officers are as follows:

A. President. The President shall preside at all meetings of the Members and of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall see that passed motions of regular and special meetings are carried out.

B. Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the LLC seal of the LLC and affix it on all the papers requiring said seal; serve notice of meeting of the Board and of the Members; keep appropriate records showing the Members of the LLC, together their addresses and shall perform such other duties as required by the Board.

C. Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the LLC and shall disburse such fund as directed by the Board of Directors; shall sign all checks and promissory notes of the LLC; (All checks shall be signed by the Treasurer or President); keep proper books of account; cause an annual audit of the LLC books, to be made at the completion of each fiscal year; prepare a monthly statement of income and expenditures to be presented to the Membership at its regular or annual meeting; file the annual LLC report.

D. Corresponding Secretary. The Corresponding Secretary shall prepare and distribute the monthly newsletter and such other correspondence as directed by the Board and/or President; he shall keep appropriate records of both Club and Board correspondence.

E. Publicity Chairmen. The Publicity Chairmen will coordinate the Club's publicity efforts. This may include but is not limited to; media, ads, posters, banners, arranging interviews, ect.

F. Membership Chairmen. The Membership Chairmen will coordinate the club's membership efforts. This will include coordination with the Treasurer.

- G. Habitat Chairmen.
- H. Activities Chairmen.
- I. Education Chairmen.

## ARTICLE VI

### POWERS & DUTIES OF THE BOARD OF DIRECTORS

SECTION 1: POWERS: The Board of Directors shall have power to:

- A. Adopt and publish, if appropriate, rules and regulations governing Club events, and the use of the LLC assets and facilities, and to establish penalties for the infractions thereof.
- B. Suspend the right to use the LLC assets by a Member during any period in which such Member shall be in default in the payment of any assessment or dues levied by the LLC.
- C. Exercise for the LLC all powers, duties and authority vested in or delegated to this LLC and not reserved to the Membership by other provisions to these bylaws or the articles of incorporation.
- D. Declare the office of a Member of the Board of Directors to be vacant in the event such Member shall have three unexcused absences from regular meetings of the Board of Directors of which he had notice. The successor to be elected by a majority of the Board.
- E. Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their, duties, on prior advice by the Board of Directors upon the consent of the general Membership.

SECTION 2: DUTIES: It shall be the duty of the Board of Directors to:

- A. Cause to be kept a complete record of all its acts and LLC affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by 10% of the Members who are entitled to vote.
- B. Supervise agents and employees of this LLC, and to see that their duties are properly performed.
- C. Procure and maintain adequate liability and hazard insurance for club activities & functions as needed.
- D. Prepare and adopt an annual budget to be presented for approval of the Membership at the annual meeting.
- E. Prepare and present to the Membership a calendar of events for the up and coming year, at the annual meeting.

SECTION 3: ELECTRONIC CONFERENCES: A Director shall be deemed present

and entitled to vote at any meeting where he is in electronic communication with the other Directors and the essence of the matter under consideration has been revealed to him.

SECTION 4: SPECIAL APPOINTMENTS: The Board may elect such other Officers as the affairs of the LLC may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

## ARTICLE VII

### BOOKS AND RECORDS

The Books, Records and Papers of the LLC shall, at all times, during reasonable business hours, be subject to inspection by any Member. The articles of incorporation and the bylaws of the LLC shall be available for inspection by any Member.

## ARTICLE VIII

### CONFLICTS

The Board of Directors are bound to follow the direction of the Membership as determined by motions passed at regular, special or annual meetings so long as said motions do not conflict with the bylaws. Previous motions, policies, and/or direction may be changed by future motions, adopted policies such as the annual budget, legal requirements, or Board actions taken to advance the interest of the LLC. In the event of a conflict between the Membership and the Board action two thirds of the voting Members present will prevail, so long as such action does not conflict with the bylaws.

## ARTICLE IX

### INDEMNIFICATION

The LLC shall indemnify its Officers, Directors and Chairmen for any loss, damage or liability they may suffer as a result of being an Officer, Director or Chairmen and not through any fault or wrongdoing on their part.

## ARTICLE X

## DISSOLUTION

SECTION 1: DISSOLVE: The LLC may be voluntarily dissolved by a resolution the said effect and signed by three fourths of the Members.

SECTION 2: EXCESS FUNDS: In the event of dissolution, either by voluntary act or by operation of law, after the affairs of the club are wound up and the debts of the LLC are paid, any assets then remaining shall be voted on to be donated to the community.